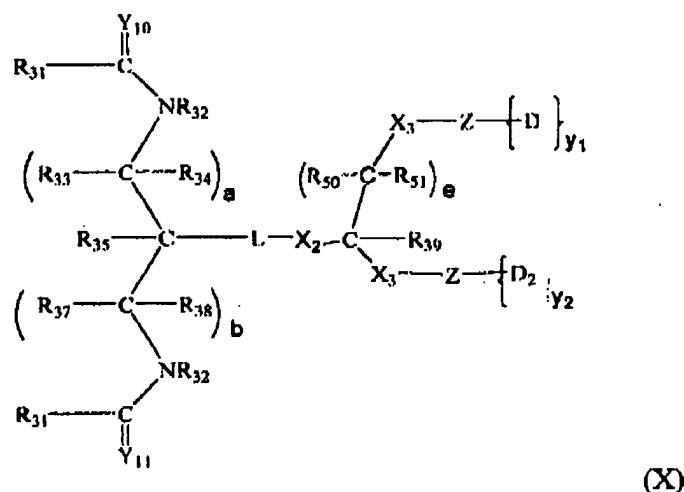


Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

1. (Original) A compound of the formula:



wherein:

R<sub>31</sub> is a linear or branched polymer residue;

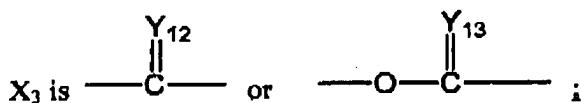
Y<sub>10</sub> and Y<sub>11</sub> are independently O, S, or NR<sub>40</sub>;

X<sub>2</sub> is O, S or NR<sub>41</sub>;

R<sub>32</sub>, R<sub>33</sub>, R<sub>34</sub>, R<sub>35</sub>, R<sub>37</sub>, R<sub>38</sub>, R<sub>39</sub>, R<sub>40</sub>, R<sub>41</sub>, R<sub>50</sub> and R<sub>51</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls;

a, b and e are each independently a positive integer;

L is an amino acid residue or a bifunctional linker;



wherein Y<sub>12</sub> and Y<sub>13</sub> are independently O, S, or NR<sub>41</sub>;

Z is selected from the group consisting of a bond, a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

D<sub>1</sub> and D<sub>2</sub> are independently selected from the group consisting of OH, a residue of a hydroxyl-containing moiety, a residue of an amine-containing moiety and a leaving group; and y<sub>1</sub> and y<sub>2</sub> are independently selected positive integers.

2. (Withdrawn) The compound of claim 1, wherein Y<sub>1</sub> and Y<sub>2</sub> are O.

3. (Withdrawn) The compound of claim 1, wherein R<sub>2</sub>, R<sub>3</sub>, R<sub>4</sub>, R<sub>7</sub>, R<sub>8</sub> and R<sub>9</sub> are H.

4. (Withdrawn) The compound of claim 1, wherein m and n are both 1.

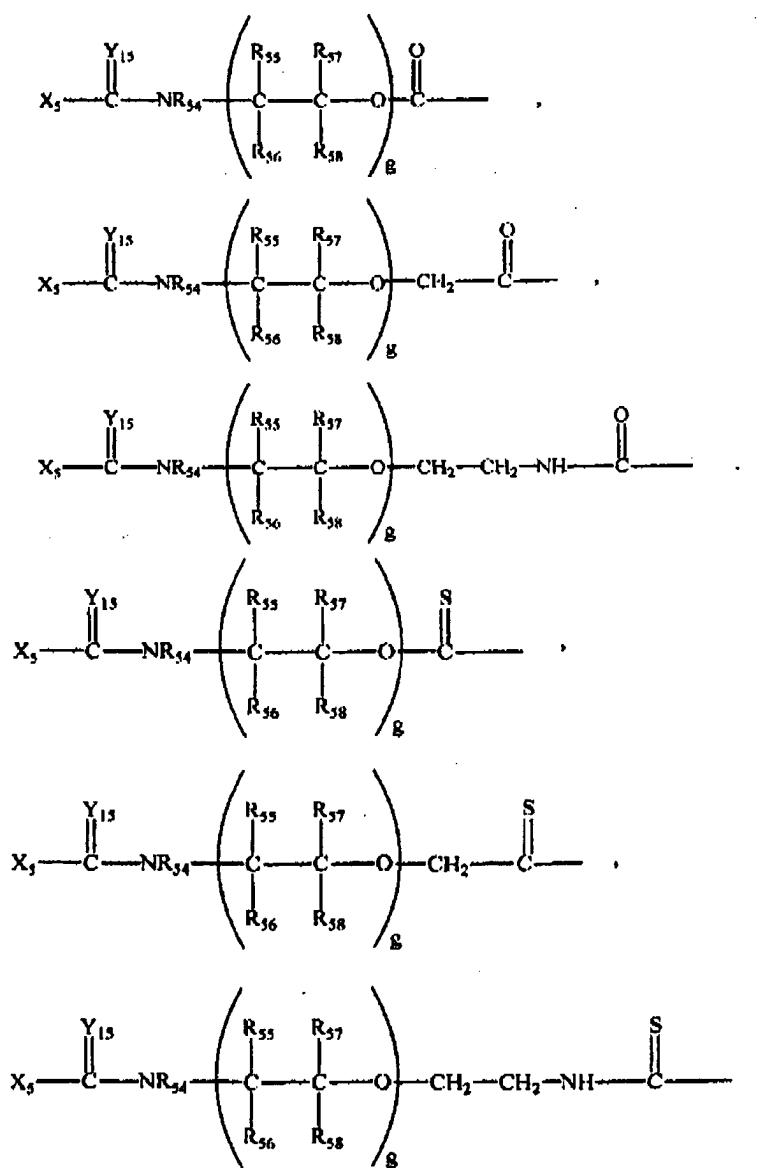
5. (Currently Amended) The compound of claim 1, wherein R<sub>4</sub> R<sub>1</sub> is O-(CH<sub>2</sub>CH<sub>2</sub>O)<sub>x</sub> or O-(CH(CH<sub>3</sub>)CH<sub>2</sub>O)<sub>x</sub>, wherein x is the degree of polymerization fix m about 10 to about 2,300.

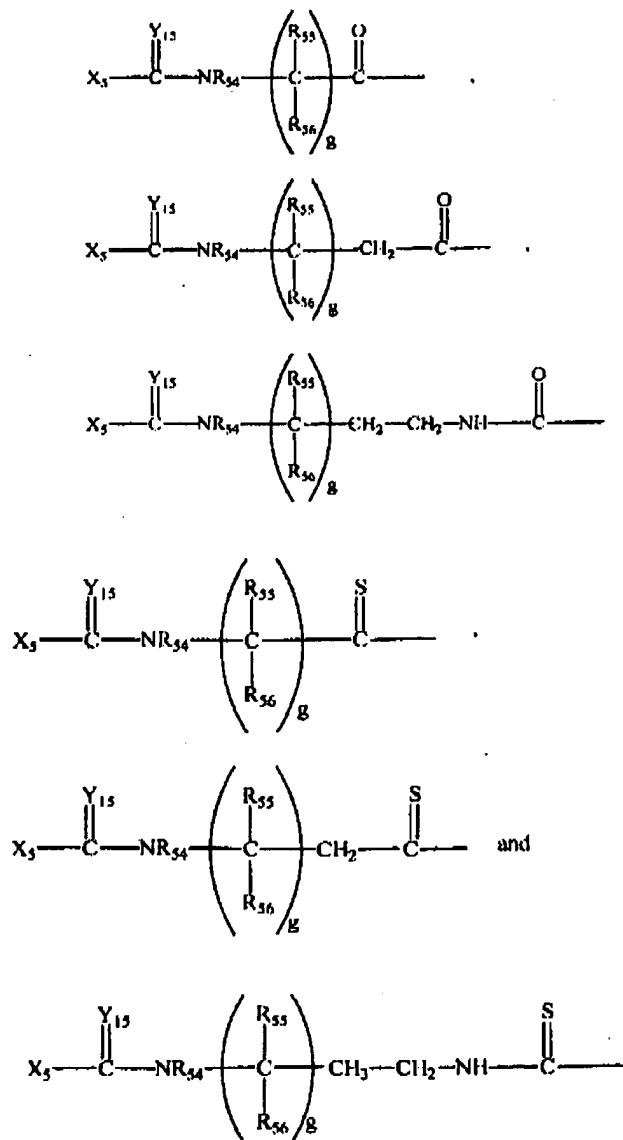
6. (Withdrawn) The compound of claim 5, wherein R<sub>1</sub> is O-(CH<sub>2</sub>CH<sub>2</sub>O)<sub>x</sub> and x is a positive integer selected so that the weight average molecular weight is at least about 20,000.

7. (Withdrawn) The compound of claim 6, wherein R<sub>1</sub> has a weight average molecular weight of from about 20,000 to about 100,000.

8. (Withdrawn) The compound of claim 7, wherein R<sub>1</sub> has a weight average molecular weight of from about 25,000 to about 60,000.

9. (Currently Amended) The compound of claim 1 wherein L is selected from the group consisting of:





wherein

X<sub>3</sub> is O, S or N R<sub>43</sub>;

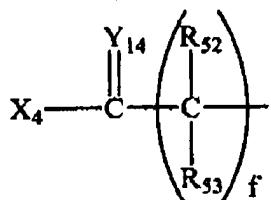
Y<sub>15</sub> is O, S, or NR<sub>44</sub>;

R<sub>43</sub>, R<sub>44</sub> and R<sub>54</sub>-R<sub>58</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>1-8</sub> substituted

cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls;  
and

g is a positive integer.

10. (Withdrawn) The compound of claim 1 wherein L is an amino acid residue of the formula:



wherein X<sub>4</sub> is O, S or NR<sub>42</sub>;

Y<sub>14</sub> is independently O, S, or NR<sub>45</sub>;

R<sub>42</sub>, R<sub>45</sub> and R<sub>52</sub>-R<sub>53</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls; and

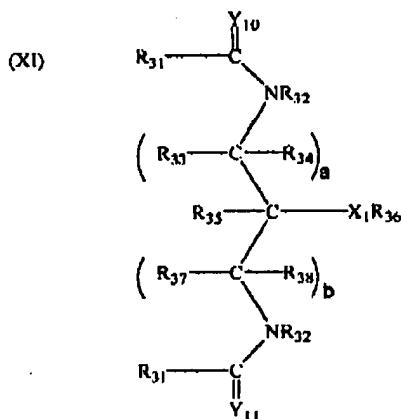
f is a positive integer.

11. (Original) The compound of claim 1 wherein D<sub>1</sub> and D<sub>2</sub> are residues of an active biological agent, an anticancer prodrug, a detectable tag, and combinations thereof.

12. (Withdrawn) The compound of claim 11 wherein the anticancer agent or anticancer prodrug is selected from the group consisting of daunorubicin, doxorubicin, p-aminoaniline mustard, melphalan, cytosine arabinoside, gemcitabine, and combinations thereof.

13. (Withdrawn) The compound of claim 1 wherein at least one I moiety is a leaving group selected from the group consisting of N-hydroxybenzotriazolyl, halogen, N-hydroxy-phthalimidyl, p-nitrophenoxy, imidazolyl, N-hydroxysuccinimidyl, thiazolidinyl thione, and combinations thereof.

## 14. (Withdrawn) A compound of the formula:



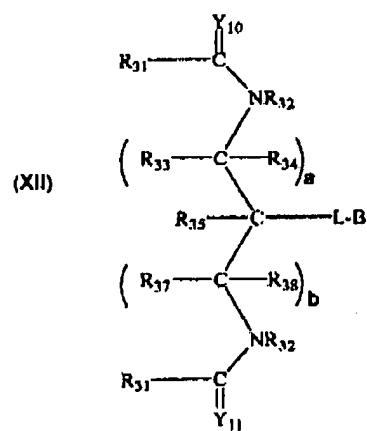
wherein:

 $R_{31}$  is a linear or branched polymer residue; $Y_{10}$  and  $Y_{11}$  are independently O, S, or  $NR_{40}$ ; $X_1$  is O, S or  $NR_{41}$ ;

$R_{32}$ ,  $R_{33}$ ,  $R_{34}$ ,  $R_{35}$ ,  $R_{36}$ ,  $R_{37}$ ,  $R_{38}$ ,  $R_{40}$  and  $R_{41}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $3-12$  branched alkyls,  $C_{3-8}$  cycloalkyls,  $C_{1-6}$  substituted alkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $C_{1-6}$  heteroalkyls and substituted  $C_{1-6}$  heteroalkyls; and

 $a$  and  $b$  are each independently a positive integer.

## 15. (Original) A method of preparing a polymeric conjugate, comprising reacting a compound of the formula (XII)



wherein

$R_{31}$  is a linear or branched polymer residue;

$Y_{10}$  and  $Y_{11}$  are independently O, S, or NR<sub>40</sub>;

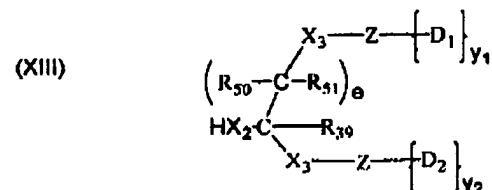
L is an amino acid residue or a bifunctional linker;

$R_{32}$ ,  $R_{33}$ ,  $R_{34}$ ,  $R_{35}$ ,  $R_{37}$ ,  $R_{38}$ , and  $R_{40}$  are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls;

$a$  and  $b$  are each independently a positive integer, and

B is a leaving group;

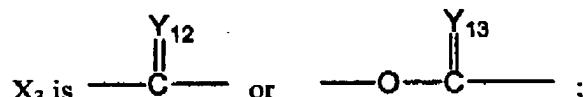
with a compound of the formula (XIII)



wherein

$X_2$  is O, S or NR<sub>41</sub>;

$R_{39}$ ,  $R_{41}$ ,  $R_{30}$  and  $R_{31}$  are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls and substituted C<sub>1-6</sub> heteroalkyls;



wherein  $Y_{12}$  and  $Y_{13}$  are independently O, S, or NR<sub>41</sub>;

Z is selected from the group consisting of a bond, a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

$D_1$  and  $D_2$  are independently selected from the group consisting of OH, a residue of a hydroxyl, a residue of an amine-containing moiety and a leaving group;

e is a positive integer; and

$y_1$  and  $y_2$  are independently selected positive integers;

under conditions sufficient to cause a substitution reaction in which the compound of formula (X) is formed.

16. (Original) A method of treating mammals with polymeric conjugates, comprising administering an effective amount of the compound of claim 1.

17. (New) The compound of claim 9 wherein g is 1 or 2.

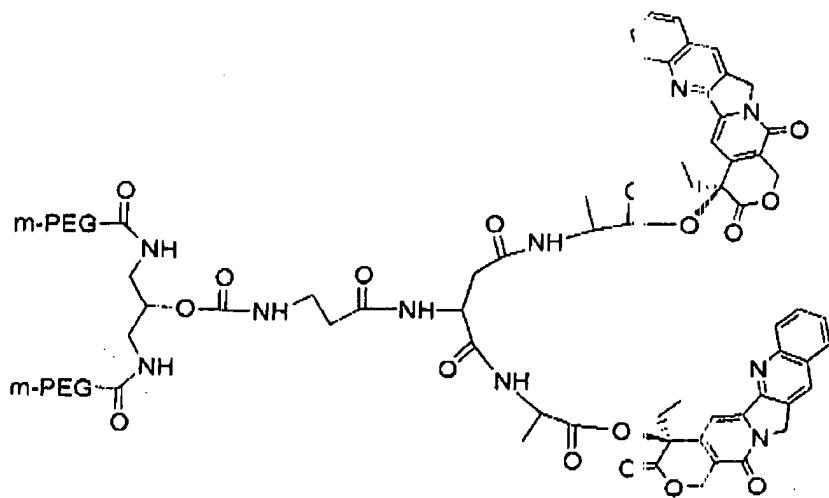
18. (New) The compound of claim 5, wherein x is the degree of polymerization, from about 10 to about 2,300.

19. (New) The compound of claim 5, wherein R<sub>31</sub> is a polymer having a weight average molecular weight ranging from about 2,000 to about 100,000.

20. (New) The compound of claim 5, wherein R<sub>31</sub> is a polymer having a weight average molecular weight from about 5,000 to about 50,000.

21. (New) The compound of claim 5, wherein R<sub>31</sub> is a polymer having a weight average molecular weight of from about 20,000 to about 40,000.

22. (New) The compound of claim 1, having the formula:



23 (New) The compound of claim 1, wherein Y<sub>11</sub> and Y<sub>12</sub> are both .

24 (New) The compound of claim 1, wherein R<sub>22</sub>-R<sub>40</sub>, R<sub>50</sub>, and R<sub>5</sub> are each hydrogen.

25 (New) The compound of claim 1, wherein a and b are each 1.

26 (New) The compound of claim 1, wherein y<sub>1</sub> and y<sub>2</sub> are both or .